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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

PODS LLC

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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<input checked="" type="checkbox"/>	Limited Partnership LLC
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1998

UCC FILING & SEARCH

SUBJECT: PODS LLC
Ref. Number: W98000019697

*Corrected
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Please backdate*

We have received your document for PODS LLC and your check(s) totaling \$362.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00044470

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**ARTICLES OF ORGANIZATION
OF
PORTABLES ON DEMAND STORAGE, L.L.C.**

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be Portables on Demand Storage, L.L.C.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 12200 34th Street North, Suite D, Clearwater, Florida 33762.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 12200 34th Street North, Suite D, Clearwater, Florida 33762, and the name of its initial registered agent at such address is PETER S. WARHURST.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

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ARTICLE VI.
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the written consent of the members holding a majority of the voting percentage interests of the Limited Liability Company and must be otherwise in accordance with the Regulations of this Limited Liability Company.

Admission of new members requires the vote of the members holding a majority of the voting percentage interests of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the members shall be determined in accordance with the Regulations.

ARTICLE VII.
CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon affirmative vote of the members holding a majority of the remaining voting percentage interests in the Company.

ARTICLE VIII.
MANAGEMENT

Management of the Limited Liability Company is reserved to its members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as follows:

JPJ DEVELOPMENT, INC.
209 Coe Road
Belleair, FL 33756

VARO ESTATES, INC.
605 Bayview Drive
Belleair, FL 33756

DAVLIN INVESTMENTS, INC.
10636 Alico Pass
New Port Richey, FL 34655

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ARTICLE IX.
REGULATIONS

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.
AMENDMENT

These Articles of Organization may be amended by a vote of the members holding a majority of the voting percentage interests of the Company.

The undersigned, being one of the members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of

Executed by the undersigned on August 26, 1998.

JPJ DEVELOPMENT, INC.

By: 


Peter S. Warhurst, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Demand Storage, L.L.C.

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for Portables on / and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 26th day of August, 1998.



PETER S. WARHURST

128936v3

AFFIDAVIT OF
LIMITED LIABILITY COMPANY
MEMBER CONTRIBUTIONS

The undersigned, constituting a Member of Portables on 7, a Demand Storage, L.L.C., Florida Limited Liability Company (the "Limited Liability Company"), states and certifies as follows:

1. The Limited Liability Company has at least two (2) Members, as identified in Article VIII of the Articles of Organization of even date herewith.

2. The amount of initial cash capital contributions to the Limited Liability Company made by the Members, in the aggregate, is Two Hundred Thirty Two Thousand Dollars (\$232,000.00).

3. A description and the agreed value of property other than cash contributed by the Members is NONE.

4. The maximum amount of additional cash capital contributions anticipated to be contributed by the Members is One Million Six Hundred Thousand Dollars (\$1,600,000.00) and the maximum amount of additional capital contributions anticipated to be contributed by the Members in the form of property other than cash is ZERO Dollars (\$0.00).

5. Therefore, the total contributions made or to be made by the Members in cash or property is One Million Eight Hundred Thirty Two Thousand Dollars (\$1,832,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED this 26th day of August, 1998.

JPU DEVELOPMENT, INC.

By: 

Peter S. Warhurst, President

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